

No. F00258778



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

EPA Region 5 Records Ctr.



225245

Certificate of Authority

WHEREAS, **THE MACKE COMPANY**

(using in Missouri the name **THE MACKE COMPANY**

incorporated under the Laws of the State of **DELAWARE** for a term

of **PERPETUAL** years and now in existence and in good standing in said State has filed in the office of the Secretary of State, duly authenticated evidence of its incorporation, as provided by law, and has, in all respects, complied with the requirements of General and Business Corporation Law governing Foreign Corporations;

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify that said corporation is from the date hereof duly authorized to carry on the business of

SEE APPLICATION

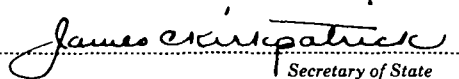
in the State of Missouri, and is entitled to all rights and privileges granted to Foreign Corporations under The General and Business Corporation Law; that the entire amount of its stated capital and surplus is

48,879,047.00 and 3,165,232.00 of the amount of stated capital of said corporation is represented by **3,165,232** **common** **@\$1.00**

that the proportion of stated capital and surplus represented in Missouri is **\$1,207,599.97**

and that its registered office in Missouri is located at **314 N. Broadway, St. Louis, MO. 63102**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 7th day of December, 19 83


Secretary of State

RECEIVED OF: **THE MACKE COMPANY**

Six hundred fifty-three dollars and no/100 Dollars, **\$653.00**

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. F00258778

State of Missouri . . . Office of Secretary of State

**APPLICATION FOR FOREIGN CORPORATION
FOR A CERTIFICATE OF AUTHORITY TO
TRANSACT BUSINESS IN MISSOURI**

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MO. 65102

THE MACKE COMPANY, a Delaware corporation, in compliance with the provisions of The General and Business Corporation Law of Missouri relating to the admission of foreign corporations, does hereby state:

(1) The name of the corporation is THE MACKE COMPANY

and it is organized and existing under the laws Delaware

(2) The name it will use in Missouri is

(3) The date of its incorporation was October 15, 1934, and the period of its duration is perpetual

(4) The address of its principal office in the state or country of organization is

100 West Tenth Street, Wilmington, Delaware 19801

(Include street and number, if any.)

(5) The address of its proposed registered office in the State of Missouri is

314 NORTH BROADWAY, ST. LOUIS, MISSOURI 63102

(Include street and number, if any.)

and the name of its proposed registered agent in the State of Missouri at such address is

C T CORPORATION SYSTEM

(6) The corporation is transacting business and qualified under the foreign corporation laws of the following states and countries other than Missouri: in 23 other states

(7) The specific purpose or purposes for which it was organized and which it proposes to pursue in the transaction of business in Missouri are:

To provide management services and rental of
real estate.

(8) The names of its officers and directors and their addresses are as follows:

	<i>Name</i>	<i>City and State</i>	<i>Street and No.</i>
President.....	Edward A. Weisman	Cheverly, MD	One Macke Circle
Vice Pres.	Mark A. Garfinkle	Cheverly, MD	One Macke Circle
Vice President...	Harry J. Conn	Baltimore, MD	2216 N. Charles St.
Secretary.....	David S. Klein	Baltimore, MD	2216 N. Charles St.
Asst. Secy.	Mark L. Kreiser	Cheverly, MD	One Macke Circle
Treasurer.....	A. Joseph Hering	Cheverly, MD	One Macke Circle
Director.....	Morton M. Lapides	Baltimore, MD	2216 N. Charles St.
Director.....	Edward A. Weisman	Cheverly, MD	One Macke Circle
Director.....	Harry J. Conn	Baltimore, MD	2216 N. Charles St.
Director.....			
Director.....			

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of share, shares without par value, and series, if any, within a class, is:

<i>Class</i>	<i>Series (if any)</i>	<i>Number of Shares</i>	<i>Par value per share or statement that shares are without par value</i>
Common	-	7,000,000	\$1.00
Preferred	A	500,000	\$1.00

The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

<i>Class</i>	<i>Series (if any)</i>	<i>Number of Shares</i>	<i>Par value per share or statement that shares are without par value</i>
Common		3,165,232	\$1.00

(11) The amount of stated capital and the amount of paid in surplus of the corporation as defined by The General and Business Corporation Law of Missouri is:

Stated Capital.....	\$ 3,165,232
Paid in Surplus.....	\$ 28,127,458
Total.....	\$ 31,292,690

(12) An estimate of the total value of all the property of the corporation for the following year is..... \$ 13,000,000

(13) An estimate of the total value of all the property of the corporation for the following year that will be located in Missouri is..... \$ 400,000

(14) The estimated gross amount of business of the corporation to be transacted by it everywhere for the following year is..... \$ 4,000,000

(15) The estimated gross amount of business of the corporation to be transacted by it at or from places of business in the State of Missouri during such year is.. \$ 20,000

(16) The amount of stated capital and surplus of the corporation (including all surplus, such as paid-in and earned surplus) is..... \$ 48,879,047

(17) The proportion of stated capital and surplus represented by the corporation's property and business in Missouri for the following year is..... \$ 1,207,599.97

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name by its Vice President, attested by its Asst. Secretary, this 18th day of November, 1983.

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

THE MACKE COMPANY

(Exact Corporate Name)

(CORPORATE
SEAL)

DEC 7 1983

ATTEST:

James C. Karpis By Mark A. Garfinkle
Corporation Dept. SECRETARY OF STATE

Mark A. Garfinkle

Secretary or Assistant Secretary

Mark L. Kreiser

(NOTE: In determining the proportion of stated capital and surplus represented by property and business in Missouri, the sum of the value of the property in Missouri for the following year added to the estimated gross amount of business in Missouri for the following year is divided by the sum of the total value of all the property everywhere for the following year added to the gross amount of business transacted everywhere for the following year. The resulting fraction is applied to the stated capital and surplus as shown in Item No. 16. Taxes and fees are based on line (17) or (13) whichever is greater; minimum domestication fee applies for all amounts not in excess of \$30,000.)

STATE OF Maryland }
COUNTY OF Prince George's } ss

I, Ruth B. Tyler, a Notary Public,
do hereby certify that on this 18th day of November, 1983, personally appeared
before me Mark A. Garfinkle, who, being by me first duly sworn
(President or Vice President)
declared that he is the Vice President of THE MACKE COMPANY,
that he signed the foregoing document as Vice President of the corporation, and that the
statements therein contained are true.

Ruth B. Tyler
Notary Public

My Commission expires: July 1, 1986

statements were

My Commission

- 15 -

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE MACKE COMPANY IS DULY INCORPORATED
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING
AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS
OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

1 1 1 1 1 1 1 1 1 1


Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10108666

DATE: 11/11/1983

723150041



STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

Statement of Change of Business Office of a Registered Agent of a Foreign or Domestic Corporation

INSTRUCTIONS

There is a \$5.00 fee for filing this statement. It must be filed in *DUPLICATE* for the corporation listed in the statement. All copies must be signed and notarized. The registered agent should sign in his individual name, unless the registered agent is a corporation, in which case the statement shall be executed by its president or vice president and verified by him, sealed with the corporate seal and attested by its secretary or an assistant secretary.

Make check payable to "Director of Revenue."

This form is for use by a registered agent **ONLY**.

RECEIVED

JAN 25 1988

To: SECRETARY OF STATE

P.O. Box 778

Jefferson City, Missouri 65102

Roy D. Blunt

Corporation Dept. SECRETARY OF STATE

Charter No. F00258778

The undersigned registered agent, for the purpose of changing its business office in Missouri as provided by the provisions of "The General and Business Corporation Act in Missouri," represents that:

1. The name of the corporation (in Missouri) is THE MACKE COMPANY
2. The name of this registered agent is C T CORPORATION SYSTEM
3. The address, including street number, if any, of the PRESENT business office of the registered agent is 314 North Broadway, St. Louis, Missouri 63102
4. The address, including street number, if any, of the business office of the registered agent is hereby CHANGED TO 906 Olive Street, St. Louis, Missouri 63101
5. Notice in writing of the change has been mailed by the registered agent to the corporation named above.
6. The address of the registered office of the corporation named above and the business office of the registered agent, as changed, is identical.

(THE FOLLOWING SHOULD BE EXECUTED ONLY IF THE REGISTERED AGENT IS A NATURAL PERSON)

IN WITNESS WHEREOF, the undersigned registered agent has caused this report to be executed this _____ day of _____, 19 _____.

Signature of Registered Agent

State of _____ }
County of _____ } ss

On this _____ day of _____, in the year 19 _____ before me, _____, a Notary Public in and for said state personally appeared _____ known to me to be the person who executed the within Statement of Change of Business Office and acknowledged to me that _____ executed the same for the purposes therein stated.

(Notarial Seal)

Notary Public

My commission expires _____

(THE FOLLOWING SHOULD BE EXECUTED ONLY IF THE REGISTERED AGENT IS A CORPORATION)

IN WITNESS WHEREOF, the undersigned corporation has caused this report to be executed in its name by its ASSISTANT VICE-PRESIDENT, attested by its SECRETARY or ASSISTANT SECRETARY this 14th day of January, 19 88.

(Corporate Seal) C T CORPORATION SYSTEM
CORPORATE SEAL
1936
DELAWARE
If no seal, state "none".

C T CORPORATION SYSTEM
Name of Corporation
By Russell C. Edwards
Assistant Vice-President
JAN 25 1988
SECRETARY OF STATE

Attest:

Russell C. Edwards
Secretary or Assistant Secretary

State of New York }
County of New York } ss

On this 14th day of January, in the year 19 88 before me Regina Dunn, a Notary Public in and for said state personally appeared Russell C. Edwards, Assistant Vice President

C T Corporation System
Name of Corporation

known to me to be the person

who executed the within Statement of Change of Business Office in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notarial Seal)

Regina M. Dunn
Notary Public
My commission expires _____
REGINA M. DUNN
Notary Public, State of New York
No. 314726520
Qualified in New York County
Commission Expires March 30, 1988